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UMP HEALTHCARE HOLDINGS LIMITED

聯合醫務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 722)

ANNOUNCEMENT IN RELATION TO PUBLIC FLOAT

The Board announces that the public float of the Company has fallen below 25% of the total issued share capital of the Company.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

The Board announces that, as at the date of this announcement and based on the information available to the Company so far, the public float of the Company is approximately 16.67%, which is below the Minimum Prescribed Percentage pursuant to Rule 8.08(1)(a) of the Listing Rules.

The Company became first aware of the insufficiency of public float during the course of preparing its annual report for the year ended 30 June 2017.

The reduction in the Shares held by the public arises due to the acquisition of Shares by the Snow Lake Group. Based on the information published on the website of the Stock Exchange, the Snow Lake Group made a disclosure of interests filing on 22 August 2017, stating that it has become interested in an aggregate of 118,132,000 Shares, representing approximately 16.02% of the total issued share capital of the Company.

As a result of the above acquisition of Shares by the relevant members of the Snow Lake Group, Mr. Ma has become a substantial shareholder and core connected person (as defined under the Listing Rules) of the Company. Pursuant to the Listing Rules, the Shares held by the Snow Lake Group shall not be counted towards the public float of the Company. As far as the Board is aware, save as the aforesaid, each of Mr. Ma and the members of the Snow Lake Group is a third party independent of the Company and its other connected persons. None of Mr. Ma and the members of the Snow Lake Group has any representative on the Board and none of them is involved in the management of the Group.

The Company undertakes to procure that appropriate steps will be taken to ensure restoration of the Minimum Prescribed Percentage as soon as reasonably practicable in accordance with the Listing Rules. The Company is considering various steps to restore its public float but has not determined any definitive proposal in this respect as at the date of this announcement.

To the best knowledge, information and belief of the Board, the shareholding structure of the Company as at 28 August 2017 is as follows:

Shareholders	Number of Shares	Approximate percentage of the total issued share capital of the Company (%)
<i>Directors</i>		
Dr. SUN Yiu Kwong ⁽¹⁾	246,399,343	33.29%
Ms. KWOK Cheuk Kwan, Jacquen	17,748,657	2.40%
Dr. SUN Man Kin, Michael	11,990,000	1.62%
Mr. LEE Kar Chung, Felix	1,138,000	0.15%
Mr. LEE Luen Wai, John BBS JP	200,000	0.03%
Dr. LI Kwok Tung, Donald SBS JP	308,000	0.04%
<i>Substantial shareholders</i>		
Healthcare Ventures Holdings Limited/ Chow Tai Fook Enterprises Limited/ Chow Tai Fook (Holding) Limited/ Chow Tai Fook Capital Limited/ Cheng Yu Tung Family (Holdings) Limited/ Cheng Yu Tung Family (Holdings II) Limited ⁽²⁾	110,411,000	14.92%
Pinyu Limited/Unison Champ Limited/ China Resources Phoenix Healthcare Holdings Company Limited ⁽³⁾	110,411,000	14.92%
Snow Lake Group/Mr. Ma	118,132,000	15.96%
<i>Public shareholders</i>	123,397,000	16.67%
Total	740,135,000	100.00%

Notes:

1. East Majestic Group Limited is wholly-owned by Dr. Sun Yiu Kwong, an executive director, chairman and chief executive officer of the Company (“Dr. Sun”) and Dr. Sun is deemed to be interested in the Shares it holds pursuant to the SFO. EM Team Limited is owned by Dr. Sun and hence Dr. Sun is deemed to be interested in the Shares it holds pursuant to the SFO.

2. Healthcare Ventures Holdings Limited (“Healthcare Ventures”) is wholly-owned by Chow Tai Fook Enterprises Limited (“CTFE”), which is wholly-owned by Chow Tai Fook (Holding) Limited (“CTFH”). CTFH is held as to 78.58% by Chow Tai Fook Capital Limited (“CTFC”), which is in turn held as to 48.98% by Cheng Yu Tung Family (Holdings) Limited (“CYTF”) and as to 46.65% by Cheng Yu Tung Family (Holdings II) Limited (“CYTFII”). By virtue of the SFO, CTFE, CTFH, CTFC, CYTF and CYTFII are deemed to be interested in the same parcel of Shares in which Healthcare Ventures is interested.
3. Pinyu Limited (“Pinyu”) is wholly-owned by Unison Champ Limited (“Unison”), which is wholly-owned by China Resources Phoenix Healthcare Holdings Company Limited (“CR Phoenix”). By virtue of the SFO, Unison and CR Phoenix are deemed to be interested in the same parcel of Shares in which Pinyu is interested.

The Company will make further announcement(s) relating to the restoration of public float as and when appropriate.

Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise appears, the following expressions shall have the following meaning:

“Board”	board of directors
“Company”	UMP Healthcare Holdings Limited (stock code: 722), a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Group”	the Company and its subsidiaries from time to time
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Minimum Prescribed Percentage”	minimum 25% of the total issued share capital of the Company required to be held by the public
“Mr. Ma”	Mr. Sean Ma, holder of the entire issued share capital of each of Snow Lake Capital and Snow Lake Capital (HK)
“Shares”	shares of the Company
“Snow Lake Capital”	Snow Lake Capital Limited, a company incorporated under the laws of the Cayman Islands
“Snow Lake Capital (HK)”	Snow Lake Capital (HK) Limited, a company incorporated under the laws of Hong Kong
“Snow Lake China Master Fund”	Snow Lake China Master Fund, Ltd., a company incorporated under the laws of the Cayman Islands

“Snow Lake China Master Long Fund”	Snow Lake China Master Long Fund, Ltd., a company incorporated under the laws of the Cayman Islands
“Snow Lake China Offshore Fund”	Snow Lake China Offshore Fund, Ltd., a company incorporated under the laws of the Cayman Islands
“Snow Lake Group”	based on the publicly available information so far, Snow Lake China Master Long Fund, Snow Lake China Master Fund, Snow Lake China Offshore Fund (which holds 80.93% of Snow Lake China Master Fund), Snow Lake Capital (as investment manager of Snow Lake China Master Long Fund and Snow Lake China Master Fund) and Snow Lake Capital (HK) (as investment manager of Snow Lake China Master Long Fund and Snow Lake China Master Fund)
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
UMP Healthcare Holdings Limited
MA Hoi Wan
Company Secretary

Hong Kong, 8 September 2017

As at the date of this announcement, the Board comprises Dr. SUN Yiu Kwong as chairman, chief executive officer and executive director, Ms. KWOK Cheuk Kwan, Jacquen as managing director and executive director, Mr. TSANG On Yip, Patrick, Dr. SUN Man Kin, Michael and Mr. LEE Kar Chung, Felix as executive directors, and Mr. LEE Luen Wai, John BBS JP, Dr. LI Kwok Tung, Donald SBS JP and Mr. YEUNG Wing Sun, Mike as independent non-executive directors.